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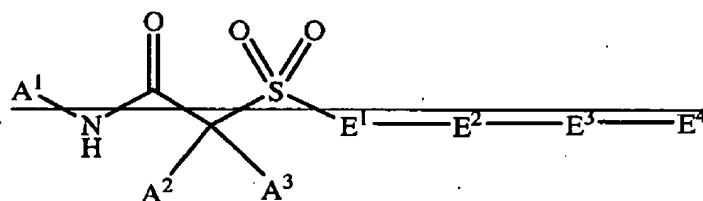
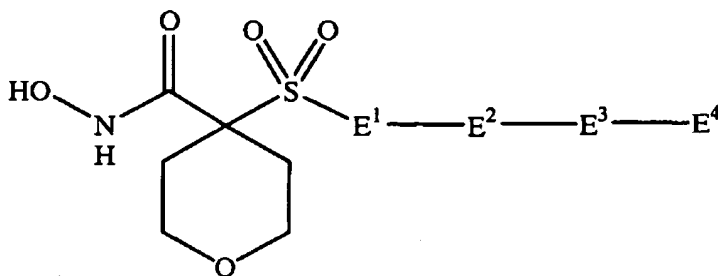
JAN 17 2007

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Currently Amended) A compound or a salt thereof, wherein:

the compound corresponds in structure to Formula 8-1



$A^1$  is selected from the group consisting of hydrogen, hydroxyl, carboacyloxy, and heteroacyloxy; and

as to  $A^2$  and  $A^3$ :

$A^2$  and  $A^3$ , together with the carbon to which they are both bonded, form heteroacyl or carboacyl, wherein:

the heteroacyl or carboacyl optionally is substituted with up to 3 independently selected  $R^x$  substituents, and

the heteroacyl or carboacyl optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carboacyl or heteroacyl, wherein:

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~~the optional heterocycyl or carbocycyl is, in turn, optionally substituted with up to 3 independently selected R<sup>x</sup> substituents, or~~  
~~A<sup>2</sup> and A<sup>3</sup> are independently selected from the group consisting of hydrogen, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocycyl, carbocycylalkyl, carbocycylalkenyl, carbocycylalkynyl, carbocycyloxyalkyl, carbocycylalkoxyalkyl, carbocycylalkylthio, carbocycylthioalkyl, carbocycylalkylthioalkyl, heterocycyl, heterocycylalkyl, heterocycylalkenyl, heterocycylalkynyl, heterocycyloxyalkyl, heterocycylalkoxyalkyl, heterocycylalkylthio, heterocycylthioalkyl, and heterocycylalkylthioalkyl, wherein:~~

~~any member of such group optionally is substituted with up to 3 independently selected R<sup>x</sup> substituents, and~~

~~any member of such group optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocycyl or heterocycyl, wherein:~~

~~the heterocycyl and carbocycyl optionally are substituted with up to 3 independently selected R<sup>x</sup> substituents; and~~

E<sup>1</sup> is heteroaryl, wherein the heteroaryl optionally is substituted with one or more independently selected R<sup>x</sup> substituents; and

E<sup>2</sup> is carbocycyl, wherein the carbocycyl optionally is substituted with one or more independently selected R<sup>x</sup> substituents; and

E<sup>3</sup> is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R<sup>b</sup>)-, -C(O)-N(R<sup>b</sup>)-, -N(R<sup>b</sup>)-C(O)-, -C(O)-N(R<sup>b</sup>)-N(R<sup>b</sup>)-C(O)-, -N(R<sup>b</sup>)-C(O)-N(R<sup>b</sup>)-, -S-, -S(O)-, -S(O)<sub>2</sub>-, -N(R<sup>b</sup>)-S(O)<sub>2</sub>-, -S(O)<sub>2</sub>-N(R<sup>b</sup>)-, -O-S(O)<sub>2</sub>-, -S(O)<sub>2</sub>-O-, -C(NH)-, -C(NOH)-, -N(R<sup>b</sup>)-C(NH)-, -N(R<sup>b</sup>)-C(NOH)-, -C(NH)-N(R<sup>b</sup>)-, -C(NOH)-N(R<sup>b</sup>)-, alkyl, alkenyl, carbonylalkyl, alkylcarbonyl, and a bond, wherein:

any alkyl or alkenyl portion of a substituent in such group optionally is substituted with one or more independently selected R<sup>c</sup> substituents; and

E<sup>4</sup> is selected from the group consisting of hydrogen, halogen, cyano, alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl,

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alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, heterocyclyl, heterocyclylalkyl, and heterocyclylalkoxyalkyl, wherein:

any member of such group optionally is substituted with one or more independently selected  $R^d$  substituents; and

each  $R^x$  is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkoxy,  $R^b$ -oxyalkyl, alkenyloxy, alkynyloxy, alkylthio,  $R^bR^b$ -amino,  $R^bR^b$ -aminoalkyl,  $R^bR^b$ -aminoalkoxy,  $R^bR^b$ -aminoalkyl( $R^b$ )amino, carbocyclyl, carbocyclylalkyl, carbocycliloxy, carbocycliloxyalkoxy, carbocyclylthio, heterocyclyl, heterocyclylalkyl, heterocycliloxy, heterocycliloxyalkoxy, heterocyclylthio, alkyliminocarbonyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclylalkoxyalkyl, carbocyclyliminocarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclyliminocarbonyl, aminosulfonylalkyl, and  $-R^{x1}-R^{x2}$ , wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, and alkyl; and

each  $R^{x1}$  is selected from the group consisting of  $-C(O)-$ ,  $-C(S)-$ ,  $-C(NR^y)-$ ,  $-S(O)-$ , and  $-S(O)_2-$ ; and

each  $R^y$  is selected from the group consisting of hydrogen and hydroxy; and

each  $R^{x2}$  is selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy,  $R^b$ -oxyalkyl, alkenyloxy, alkynyloxy,  $R^bR^b$ -amino,

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$R^bR^b$ -aminoalkyl,  $R^bR^b$ -aminoalkoxy,  $R^bR^b$ -aminoalkyl( $R^b$ )amino, carbocyclyl, carbocyclylalkyl, carbocyclyloxy, carbocyclyloxyalkoxy, heterocyclyl, heterocyclylalkyl, heterocyclyloxy, and heterocyclyloxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy; and

each  $R^b$  is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocyclyloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclyloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

each  $R^c$  is independently selected from the group consisting of halogen, hydroxy, cyano, carboxy,  $-C(H)(NH)$ ,  $-C(H)(NOH)$ , thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino, alkyl, alkoxy, alkenyl, alkynyl, alkoxyalkyl, mono-alkylamino, di-alkylamino, alkylthio, carbocyclyl, carbocyclylalkyl, carbocyclyloxy, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, amino, alkyl, and carbocyclylalkyl; and

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each  $R^d$  is independently selected from the group consisting of halogen, hydroxy, cyano, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl,  $-N(R^e)_2$ ,  $-C(O)(R^f)$ ,  $-S-R^e$ ,  $-S(O)_2-R^e$ , carbocyclyl, alkylcarbocyclyl, alkoxy carbocyclyl, carbocyclylalkyl, heterocyclyl, alkylheterocyclyl, alkoxyheterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each  $R^e$  is independently selected from the group consisting of hydrogen alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each  $R^f$  is independently selected from the group consisting of hydrogen, alkyl,  $-O-R^e$ ,  $-N(R^e)_2$ , carbocyclylalkyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

2. (Canceled)

3. (Canceled)

4. (Canceled)

5. (Canceled)

6. (Canceled)

7. (Canceled)

8. (Canceled)

9. (Canceled)

10. (Currently Amended) A compound or salt thereof according to claim 1 [4,] wherein  $E^2$  is phenyl, wherein the phenyl optionally is substituted with one or more independently selected  $R^x$  substituents.

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11. (Currently Amended) A compound or salt thereof according to claim 10, [ 4,] wherein E<sup>1</sup> is selected from the group consisting of furanyl, ] **thienyl**, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, thiodiazolyl, oxadiazolyl, pyrrolyl, pyrazolyl, imidazolyl, triazolyl, tetrazolyl, oxathiazolyl, **pyridinyl**, **pyrazinyl**, **pyrimidinyl**, pyridazinyl, triazinyl, oxathiazinyl, oxepinyl, thiepinyl, benzofuranyl, isobenzofuranyl, benzoxazolyl, benzoisoxazolyl, anthranilyl, benzothienyl, isobenzothienyl, **benzothiazolyl**, benzoisothiazolyl, benzothiadiazolyl, indoliziny, pyranopyrrolyl, benzoxadiazolyl, indolyl, isoindazolyl, benzoimidazolyl, benzotriazolyl, purinyl, imidazopyrazinyl, imidazolopyridazyl, quinolinyl, isoquinolinyl, pyridopyridinyl, phthalazinyl, quinoxaliny, benzodiazinyl, pteridinyl, pyridazinotetrazinyl, pyrazinotetrazinyl, pyrimidinotetrazinyl, benzoimidazothiazolyl, carbazolyl, and acridinyl, wherein:

any member of such group optionally is substituted with one or more independently selected R<sup>x</sup> substituents.

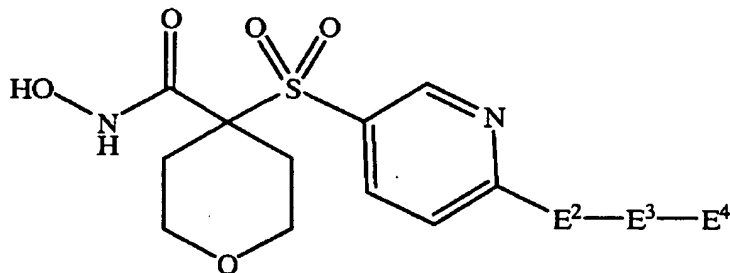
12. (Currently Amended). A compound or salt thereof according to claim 11, wherein E<sup>1</sup> is a pyridinyl, pyrazinyl, pyrimidinyl or benzothiazolyl, [[ ~~5-member ring~~. ]]

13. (Currently amended) A compound or salt thereof according to claim 12 [~~11~~], wherein E<sup>1</sup> is a [[~~6-member ring~~ ]] pyridinyl.

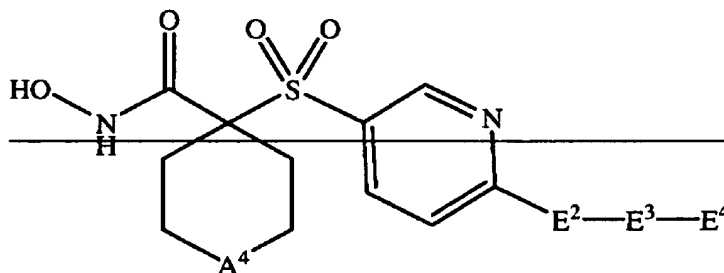
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14. (Currently Amended) A compound or salt thereof according to claim 13, wherein the compound corresponds in structure to Formula below .

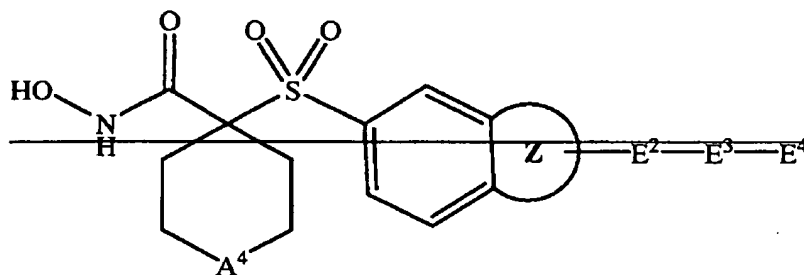


(14-1):

~~(14-1):~~

15. (Canceled)

16. (Currently Amended) A compound or salt thereof according to claim ~~[[ 15- ]]~~ 11, wherein E<sup>1</sup> is benzothiazolyl, ~~the compound corresponds in structure to Formula (16-1):~~

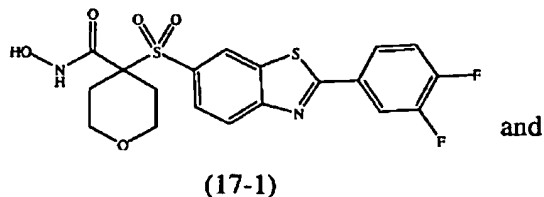
~~(16-1), and~~

~~the Z ring is a 5 member ring.~~

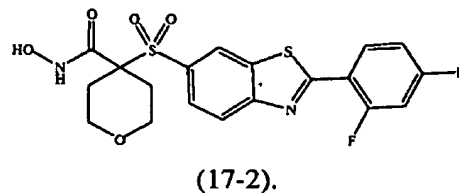
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17. (Currently Amended) A compound or salt thereof according to claim 16, wherein the compound corresponds in structure to a formula which is ~~selected from the group consisting of:~~

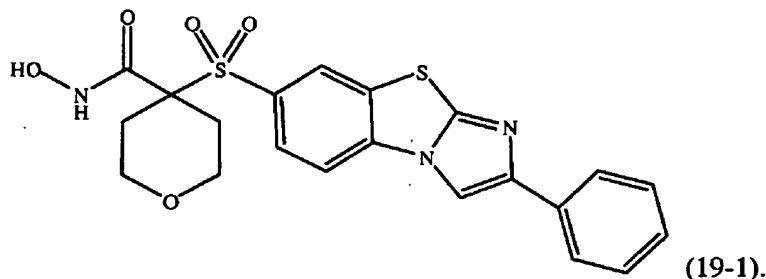


and



18. (Currently Amended) A compound or salt thereof according to claim ~~[[ 11 ]]~~ 1, wherein E<sup>1</sup> is a 12-member fused-ring structure.

19. (Original) A compound or salt thereof according to claim 18, wherein the compound corresponds in structure to Formula (19-1):



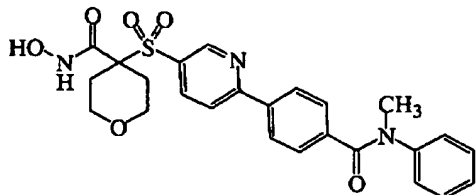
20. (Currently Amended) A compound or salt thereof according to claim 14 ~~[[ 4 ]]~~, wherein E<sup>4</sup> is carbocyclyl optionally substituted with one or more independently selected R<sup>d</sup> substituents.

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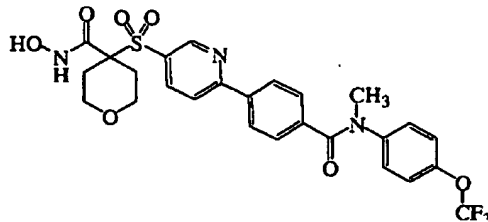
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21. (Currently Amended) A compound or salt thereof according to claim 20, wherein the compound corresponds in structure to a formula which is selected from the group consisting of:



(21-1)

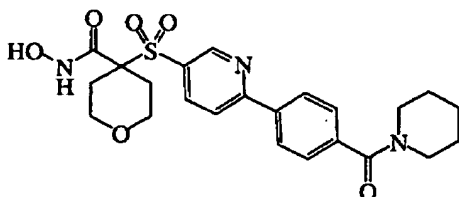
and



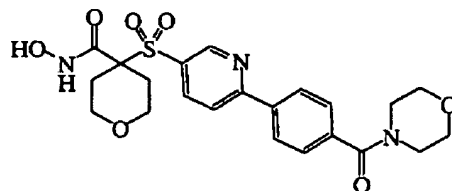
(21-2).

22. (Currently Amended) A compound or salt thereof according to claim [[ 4 ]] 14, wherein E<sup>4</sup> is heterocyclyl optionally substituted with one or more independently selected R<sup>d</sup> substituents.

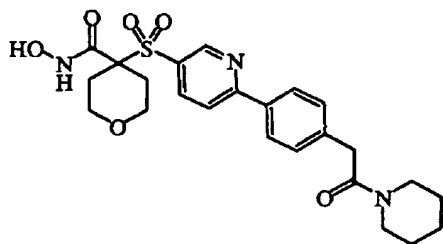
23. (Currently Amended) A compound or salt thereof according to claim 22, wherein the compound corresponds in structure to a formula which is selected from the group consisting of:



(23-1),



(23-2), and



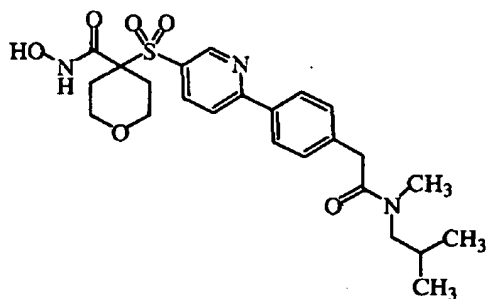
(23-3).

24. (Currently Amended) A compound or salt thereof according to claim [[ 4;]] 14 wherein E<sup>4</sup> is aminoalkyl optionally substituted with one or more independently selected R<sup>d</sup> substituents.

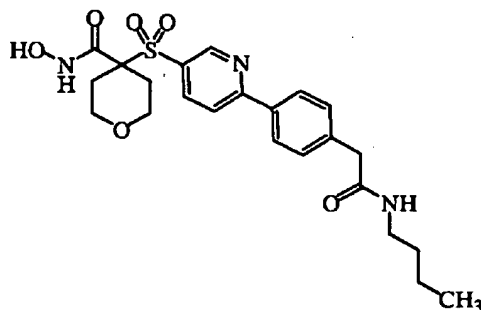
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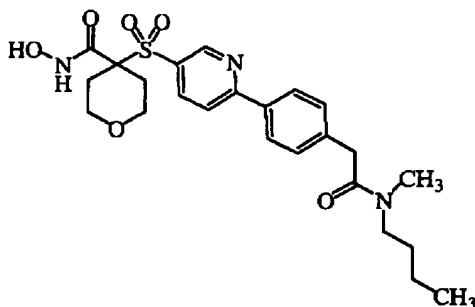
25. (Currently Amended) A compound or salt thereof according to claim 24, wherein the compound corresponds in structure to a formula which is selected from the group consisting of:



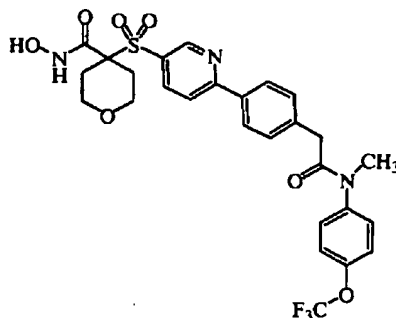
(25-1),



(25-2),



(25-3), and



(25-4).

26. (Currently Amended) A compound or salt thereof according to claim 14 [[ 4 ]], wherein E<sup>4</sup> is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, and aminoalkyl, wherein:

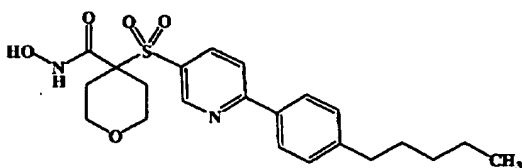
any member of such group optionally is substituted with one or more independently selected halogen.

27. (Original) A compound or salt thereof according to claim 26, wherein E<sup>3</sup> is selected from the group consisting of a bond, -O-, -C(O)-N(H)-, -C(O)-N(CH<sub>3</sub>)-, and -C(O)-N(CH<sub>2</sub>CH<sub>3</sub>)-.

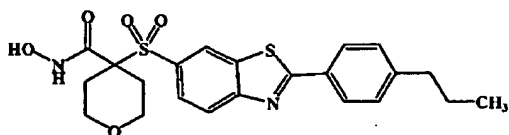
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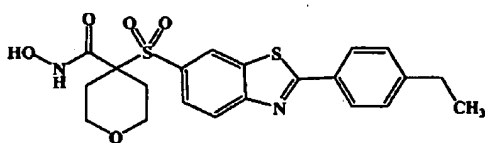
28. (Currently Amended) A compound or salt thereof according to claim 12 [[ 27,]] wherein the compound corresponds in structure to a formula which is selected from the group consisting of:



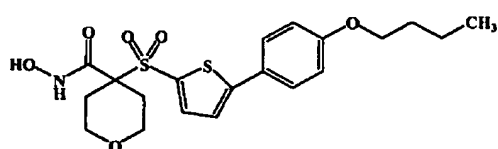
(28-1),



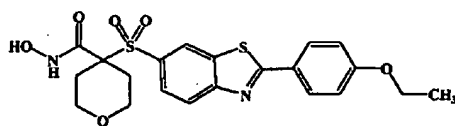
(28-2),



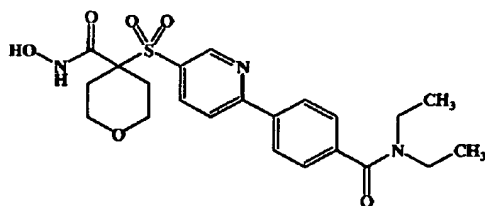
(28-3),



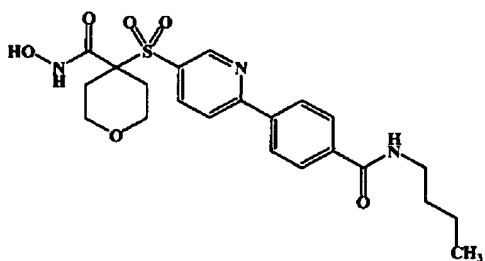
(28-4)



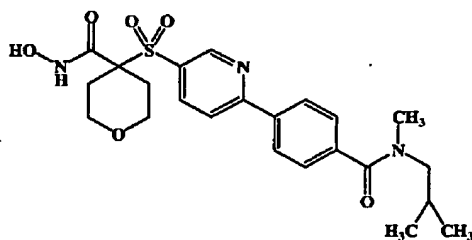
(28-5).



(28-6),



(28-7), and



(28-8).

29. (Original) A compound or salt thereof according to claim 26 , wherein E<sup>4</sup> is C<sub>1</sub>-C<sub>6</sub>-alkyl substituted with one or more fluoro.

30. (Currently Amended) A compound or salt thereof according to claim 29, wherein E<sup>4</sup> is selected from the group consisting of:

trifluoromethyl, trifluoromethylethyl and

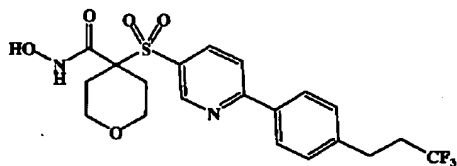
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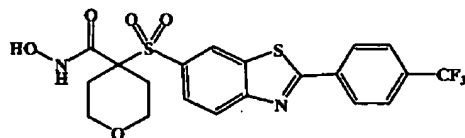
C<sub>1</sub>-C<sub>5</sub>-alkyl substituted with trifluoromethyl.

31. (Original) A compound or salt thereof according to claim 30, wherein E<sup>3</sup> is selected from the group consisting of a bond, -O-, and -S-.

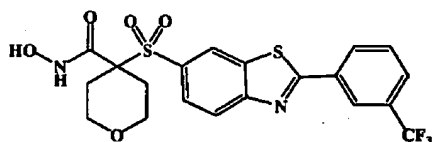
32. (Original) A compound or salt thereof according to claim 31, wherein the compound is selected from the group consisting of:



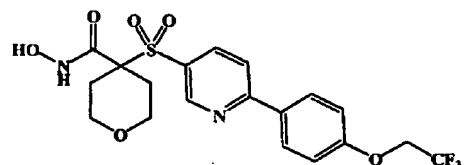
(32-1),



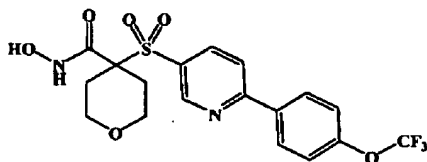
(32-2),



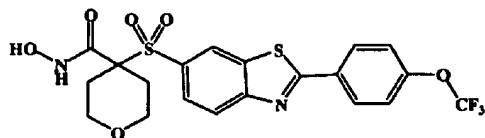
(32-3),



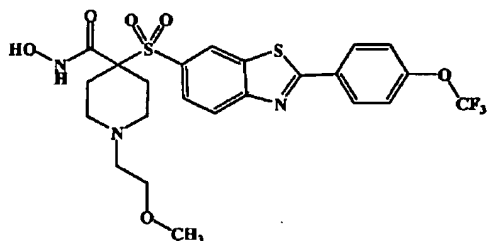
(32-4),



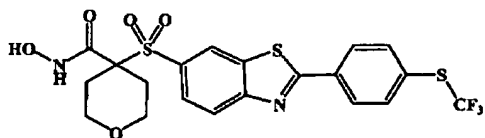
(32-5),



(32-6),



(32-7), and



(32-8).

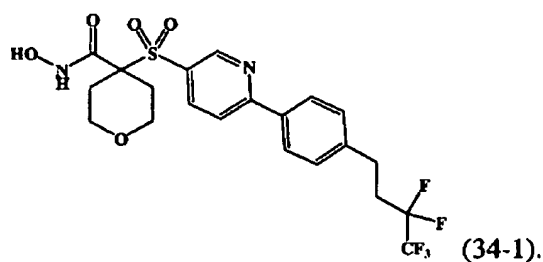
33. (Original) A compound or salt thereof according to claim 29, wherein E<sup>4</sup> is selected from the group consisting of:  
pentafluoroethyl, and

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C<sub>1</sub>-C<sub>4</sub>-alkyl substituted with pentafluoroethyl.

34. (Original) A compound or salt thereof according to claim 33, wherein the compound corresponds in structure to Formula (34-1):



35. (Original) A compound or salt thereof according to claim 34, wherein E<sup>4</sup> is C<sub>1</sub>-C<sub>6</sub>-alkyl comprising a carbon atom bonded to at least one hydrogen and at least one fluoro.

36. - 83. (Canceled).

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